

Information Technology Advisory Board Bylaws

Article I. Name and Location

- (a) The name of the advisory board shall be the Information Technology Advisory Board (Board).
- (b) The Board shall be located within the Office of Information Technology Services (ITS) for organizational, budgetary, and administrative purposes.

Article II. Role and Duties

- (a) The Board shall:
 - (1) Review and comment on the State Information Technology Plan as developed by the State Chief Information Officer. The State Information Technology Plan's structure is governed by G.S. 147-33.72B(b).
 - (2) Review and comment on the information technology plans of the executive agencies. The technology plans of the executive agencies are governed by G.S. 147-33.72B(c).
 - (3) Review and comment on the statewide technology initiatives developed by the State Chief Information Officer.
 - (4) Work in conjunction with the Office of State Budget and Management, the State CIO, and the State Controller to develop a plan to consolidate information technology infrastructure, staffing, and expenditures where a statewide approach would be more economical. (SECTION 47.(b) of SB991, SL 2004-129)
 - (5) Consult with the State CIO on expenditures involving funds appropriated to the Office of Information Technology Services from the Information Technology Fund (G.S.147-33.72H)
 - (6) Review statewide policies for information technology recommended by the Office of Information Technology Services (G.S.147-33.82(a)(3))
 - (7) Receive reports of any actions taken by the State CIO under G.S.147-33.110 (Statewide Security Standards)
 - (8) Adopt bylaws containing rules governing its meeting procedures (G.S.147-33.72G(d))

Article III. Membership and Qualifications of Service

- (a) The Board shall consist of 12 members. Appointments will consist of:
 - 1) Four members selected by the Governor
 - 2) Four members selected by the President Pro Tempore of the Senate
 - 3) Four members selected by the Speaker of the House of Representatives

- (b) Members of the Board will be persons who are knowledgeable in the relevant subject area and have experience within State government or information technology deployment within other large organizations.
- (c) Each member will serve at the pleasure of the appointing officer.
- (d) The Governor will designate a chairperson from the Board's membership.
- (e) It is the responsibility of each member to be active on the Board and to attend scheduled meetings on a regular basis. If an appointed member fails to attend four regularly scheduled consecutive meetings or six meetings in a calendar year the Chairperson may submit a request to the Governor, President Pro Tempore, or Speaker of the House of Representatives for a new appointment to complete the term.
- (f) A Board member may send a delegate to represent them in their absence to hear information and present information. These substitutes will count towards the quorum. These substitutes are intended for occasional attendance, not as permanent or regular substitutes. These substitutes may not vote. The Chairperson shall be notified at least 24 hours in advance when such a substitution is going to occur.

Article IV. Committees

- (a) The Board chairperson may create committees and work groups as needed.
- (b) Chairs of committees appointed by the Board chairperson shall be responsible for the duties, schedules and tasks assigned to their committees.
- (c) The committee chair shall be the principal officer and is responsible for the business of the committee.
- (d) Committee chairs shall be responsible for routinely providing committee status and activity reports to the Board.
- (e) Committee chairs shall be responsible for preparing, presenting and supporting the recommendations of their committees.

Article V. Meetings

- (a) The Board will meet at a minimum on a quarterly basis and at other times upon the decision of the Board's chairperson.
- (b) The regularly scheduled Board meetings shall be at a time and place approved by the Chairperson. A core agenda, as many meeting materials as practicable, and notice of meetings shall be provided to members of the Board by the Chairperson seven days in advance of the meeting. Any and all notices required by these Bylaws may be delivered electronically. Additional substantive issues may be added to the agenda if the Chairperson approves.
- (c) All meetings will be open to the public. The Board and its committees and work groups shall conduct all official meetings in accordance with N.C.G.S. § 143-318.09, *et seq.*
- (d) Seven members shall constitute a quorum. In the absence of a quorum, the chairperson may conduct the meeting for information purposes only or may adjourn the meeting.

- (e) Additional meetings may be called by the Chairperson. Called meetings require at least forty-eight (48) hours notice by mail, electronic mail, fax, or telephone.
- (f) As the need arises, meetings may be closed for the appropriate purposes as described in N.C.G.S § 143-318.11. Board members not covered by appropriate statutes may be required to sign confidentiality statements in order to attend the closed meeting.
- (g) Attendance at any meeting of the Board or its committees or work groups may be in person or by other means using any two-way interactive communications.
- (h) The Board may use all appropriate communication technologies to conduct its business including, but not limited to, audio conferencing, video conferencing, electronic mail, fax, or internet-based applications.
- (i) The minutes of all Board, committee, and work group meetings shall be distributed to Board members as soon as practicable after the respective meetings.
- (j) Robert's Rules of Order, latest revised edition, shall serve as the written rules for conducting meetings of the Board, unless otherwise stated in these Bylaws.

Article VI. Voting

- (a) On any item of business requiring a vote, the Chairperson will take a voice vote. The Chairperson shall call for a vote and the members shall respond by stating either "aye" or "no". If the response is not clear, then the Chairperson or any member may call for a show of hands.
- (b) Unless otherwise required, a majority of affirmative votes by members in attendance on any issue shall be required to adopt a motion.
- (c) In the absence of a quorum of voting members, the Board shall not take official action.
- (d) Each voting member shall have one vote, including the Chairperson. However, the Chairperson shall retain the right to abstain from voting.
- (e) Board members shall abstain from voting on any actions that would be a conflict of interest or would appear to be a conflict of interest as described within the Governor's Executive Order No. 1. The Chairperson or the individual member involved should consult with legal counsel or the Board of Ethics to help determine if a conflict of interest exists.
- (f) In cases where there seems to be no opposition in routine business or on questions of little importance, time can often be saved by use of unanimous (or general) consent. This option may be exercised at the discretion of the Chairperson. However, it may not be used for major or critical issues.
- (g) When there is a tie without the Chairperson's vote, the Chairperson can vote in the affirmative and such a vote adopts the motion; but if the Chairperson abstains from voting, the motion is lost. When there is one more in the affirmative than in the negative without the Chairperson's vote, the motion is

adopted if the Chairperson abstains; but if the Chairperson votes in the negative, the result is thereby tied and the motion is lost.

Article VII. Expenses and Support

- (a) The expenses of the Board will be paid from the receipts of the Office of Information Technology Services as requested by the Board.
- (b) Board members shall be eligible for per diem, subsistence, and travel allowances as follows:
 - (1) Board members who are officials or employees of State or local government agencies, at the rate established in G.S. 138-6.
 - (2) All other Board members, at the rate established in G.S. 138-5.
- (c) The Office of Information Technology Services shall provide administrative staff and facilities for Advisory Board meetings as requested by the Board, which, at a minimum include taking minutes of Board, committee, and work group meetings and having charge of all books, papers, records, committee reports and other documents and records of the Board. The Board's chairperson may designate other administrative resources to work with the Board if necessary.

Article VIII. Conflicts of Interest

- (a) Members of the Board will not serve on the board of directors or other governing body of, be employed by, or receive any remuneration of any kind from the following:
 - (1) Information systems vendor of goods and services tot the State of North Carolina
 - (2) Computer hardware vendor of goods and services to the State of North Carolina
 - (3) Computer software vendor of goods and services to the State of North Carolina
 - (4) Telecommunication vendor of goods and services to the State of North Carolina
- (b) No member of the Board may vote on an action affecting solely that member's State agency.

Article IX. Amendments

- (a) Amendments to these bylaws may be made subject to the approval of the Board.
- (b) A motion to approve or change the Bylaws may be made at any time by a member of the Board.
- (c) No amendments shall be adopted unless a copy of the amendment has been provided to all Board members with a notice of the meeting in which the amendment will be voted upon and with two weeks notice to members prior to the meeting.

- (d) Amendments may be considered and voted upon at any regular or special meeting of the Board in which at least ten members of the Board are present.
- (e) Amendments shall be considered approved upon the agreement of 2/3 of the Board members voting on the amendment.
- (f) The Board shall not have the power to pass any amendment that would alter its status or other requirements governing its actions as found in G.S.147-33.72G.